IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

) Chapter 11
In re:)
) Case No. 17-3309
MARBLES HOLDINGS, LLC, et al.,)
) Jointly Administered
Debtors.)
) Honorable Timothy A. Barnes

STIPULATION WITHDRAWING CLAIM NOS. 210, 211, and 212 FILED BY SPIN MASTER, LTD.

Amanda Demby ("<u>Trustee</u>"), the liquidation trustee of the Creditor Trust ("<u>Trust</u>") of Marbles Holdings, LLC and its affiliates (Case No. 17-03309) (the "<u>Debtors</u>") and Spin Master, Ltd. ("<u>Spin Master</u>" and, together with the Trustee, the "<u>Parties</u>"), hereby stipulate as follows:

RECITALS

A. General Background

- 1. On February 3, 2017, the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, commencing the above-captioned jointly administered cases (the "<u>Chapter 11 Cases</u>). An official committee of unsecured creditors (the "<u>Committee</u>") was appointed in the Chapter 11 Cases on February 13, 2017.
- 2. On March 26, 2017, Spin Master filed the following proofs of claim in the Chapter 11 Cases (collectively, the "Claims"):

Claim No.	Debtor	Secured	Priority
210	Marbles, LLC	\$15,518,651.80	\$15,518,651.80
211	Marbles Brain Workshop, LLC	\$15,518,651.80	\$15,518,651.80
212	Marbles Holdings, LLC	\$15,518,651.80	\$15,518,651.80

- 3. On July 27, 2017, the Debtors filed their *Joint Liquidating Plan* [Docket No. 361] (the "Plan"). On August 30, 2017, the Court entered an *Order Approving Disclosure Statement and Confirming Joint Liquidating Plan* [Docket No. 390] ("Order"). The effective date of the Plan is September 29, 2017. Pursuant to the terms of the Plan and Order, the Trust was created to liquidate and administer certain claims for the benefit of the Trust beneficiaries.
- 4. Pursuant to the Article IV of the Plan, the Debtors agreed to pay, and have paid, Spin Master all amounts due under the Plan in full satisfaction of the Claims.

NOW THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration (the receipt and sufficiency of which are acknowledged), it is hereby stipulated and agreed by and between the Trustee and Spin Master, as follows:

AGREEMENT

- 1. Upon execution of this Stipulation by the Parties, Claim Numbers 210, 211, and 212 shall be deemed withdrawn, with prejudice.
- 2. The withdrawal of the Claims does not alter or diminish Spin Master's right to receive all amounts due on account of its Class 2(a),(b) and (c) claims under Article IV of the Plan.
- 3. The United States Bankruptcy Court for the Northern District of Illinois shall retain jurisdiction to adjudicate any dispute regarding the interpretation, construction, application, or effect of this Stipulation.

[Remainder of page intentionally left blank]

Dated: March 16, 2018 LEWIS BRISBOIS BISGAARD & SMITH LLP

/s/ Richard S. Lauter

Richard S. Lauter, Esq. 55 West Adams Street Chicago, IL 60661

Tel: 312.345-1718 Fax: 312.345-1778

Email: richard.lauter@lewisbrisbois.com

and

PACHULSKI STANG ZIEHL & JONES LLP

Bradford S. Sandler (*admitted pro hac vice*) Jason Rosell (*admitted pro hac vice*) Pachulski Stang Ziehl & Jones LLP 919 N. Market Street, 17th Floor

Wilmington, DE 19801 Tel: 302.652.4100 Fax: 302.652.4400

Email: bsandler@pszjlaw.com

jrosell@pszjlaw.com

Counsel for the Creditors' Trustee

Dated: March 16, 2018 WINSTON & STRAWN LLP

/s/

Dan McGuire 35 W. Wacker Drive Chicago, IL 60601-9703 Phone: 312.558.5600

Email: dmcguire@winston.com

Counsel to Spin Master